

REGISTRATION NO. 23497-F FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

APR 19 '07 -8 4 0 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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April 19, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease dated as of June 14, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement and Assignment Agreement previously and being filed with the Board under Recordation Numbers 23497 and 23497-E, respectively.

The names and addresses of the parties to the enclosed document are:

Former Lessor/
Assignor:

Infinity Rail, LLC
1355 Peachtree Street, Suite 750
South Tower
Atlanta, Ga 30309

Successor Lessor/
Assignee:

Infinity Rail II, LLC
1355 Peachtree Street, Suite 750
South Tower
Atlanta, Ga 30309

Mr. Vernon A. Williams
April 19, 2007
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A description of the railroad equipment covered by the enclosed document is:

118 gondola railcars within the series GBRX 91000 – GBRX 91128 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

Infinity Rail, LLC, a Georgia limited liability company ("IR"), assigned to Infinity Rail II, LLC, a Georgia limited liability company ("IR-II"), effective as of June 14, 2006, all of IR's rights, title, and interest in and to the lease described below, which lease relates to the railroad cars described below:

Description of lease: a lease to Public Service Corporation of Colorado dba Xcel Energy ("Lessee") as lessee pursuant to the following documents: Schedule No. 1 dated May 1, 2001 between Greenbrier Leasing Corporation as original lessor party and Lessee as lessee (which incorporates provisions of the Lease Agreement dated that same date between the same parties), as amended by (i) Amendment to Lease Schedule dated August 13, 2003 between the same parties, (ii) letter agreement dated March 27, 2006 between Greenbrier Leasing Company LLC and Lessee, and (iii) Amendment No. 2 to Lease Schedule No. 1 dated May 1, 2006 between Greenbrier Leasing Company LLC (formerly known as Greenbrier Leasing Corporation) and Lessee.

Description of railcars: one hundred eighteen (118) 4000 cubic foot depressed bottom rotary gondolas built in 1984 by Johnstown America, bearing the reporting mark GBRX and identifying numbers in the range 91000 - 91128 listed on the attached Railcar List.

The addresses of the parties to the assignment are as follows:

Infinity Rail, LLC (Former Lessor / Assignor)
1355 Peachtree Street, Suite 750, South Tower
Atlanta, Georgia 30309

Infinity Rail II, LLC (Successor Lessor / Assignee)
1355 Peachtree Street, Suite 750, South Tower
Atlanta, Georgia 30309

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed on April 18, 2007.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By:

Jeffrey E. Edelman, Vice President

State of Georgia, County of Fulton

INFINITY RAIL II, LLC

By Infinity Asset Management, LLC as Manager

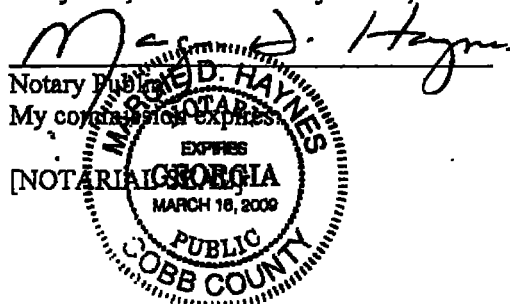
By:

Jeffrey E. Edelman, Vice President

On April 18, 2007, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of both Infinity Rail, LLC and Infinity Rail II, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of both Infinity Rail, LLC and Infinity Rail II, LLC.

Notary Public
My commission expires

[NOTARY PUBLIC]



RAILCAR LIST

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
GBRX	91000	GBRX	91043	GBRX	91085
GBRX	91001	GBRX	91044	GBRX	91086
GBRX	91002	GBRX	91045	GBRX	91087
GBRX	91003	GBRX	91046	GBRX	91088
GBRX	91004	GBRX	91047	GBRX	91090
GBRX	91005	GBRX	91048	GBRX	91092
GBRX	91006	GBRX	91050	GBRX	91093
GBRX	91007	GBRX	91051	GBRX	91094
GBRX	91008	GBRX	91052	GBRX	91095
GBRX	91009	GBRX	91054	GBRX	91096
GBRX	91010	GBRX	91055	GBRX	91097
GBRX	91011	GBRX	91056	GBRX	91098
GBRX	91012	GBRX	91057	GBRX	91099
GBRX	91013	GBRX	91058	GBRX	91100
GBRX	91014	GBRX	91059	GBRX	91102
GBRX	91015	GBRX	91060	GBRX	91103
GBRX	91016	GBRX	91061	GBRX	91104
GBRX	91017	GBRX	91062	GBRX	91105
GBRX	91018	GBRX	91063	GBRX	91106
GBRX	91019	GBRX	91064	GBRX	91108
GBRX	91020	GBRX	91065	GBRX	91109
GBRX	91021	GBRX	91066	GBRX	91111
GBRX	91022	GBRX	91067	GBRX	91112
GBRX	91023	GBRX	91068	GBRX	91113
GBRX	91025	GBRX	91069	GBRX	91114
GBRX	91026	GBRX	91070	GBRX	91115
GBRX	91027	GBRX	91071	GBRX	91116
GBRX	91028	GBRX	91072	GBRX	91117
GBRX	91029	GBRX	91073	GBRX	91118
GBRX	91030	GBRX	91074	GBRX	91119
GBRX	91031	GBRX	91075	GBRX	91120
GBRX	91032	GBRX	91076	GBRX	91121
GBRX	91033	GBRX	91077	GBRX	91122
GBRX	91034	GBRX	91078	GBRX	91123
GBRX	91035	GBRX	91079	GBRX	91124
GBRX	91036	GBRX	91080	GBRX	91126
GBRX	91039	GBRX	91081	GBRX	91127
GBRX	91040	GBRX	91082	GBRX	91128
GBRX	91041	GBRX	91083		
GBRX	91042	GBRX	91084	Total	118 cars

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/19/07



Robert W. Alvord